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LAW OFFICES OF  
**LOUIS E. GITOMER**

**SURFACE TRANSPORTATION BOARD**

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

February 11, 2008

TIE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Sublease Agreement, a secondary document, dated as of February 6, 2008. The primary document to which this is connected is recorded under Recordation No. 27264. We request that this document be recorded under Recordation No. 27264-C.

The names and addresses of the parties to the Memorandum of Sublease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4<sup>th</sup> Floor  
Tucker, GA 30084-4431

Lessee/Sublessor:

CFCL-Touax LLC  
169 E. Flager Street, Suite 730  
Miami, FL 33131

Sublessee:

Oil Dri Corporation of America  
Georgia Highway 3  
Ochlocknee, GA

Assignor:

Chicago Freight Car Leasing Co.  
One O'Hare Center  
6250 North Riverside Road - Suite 7000  
Rosemont, IL 60018

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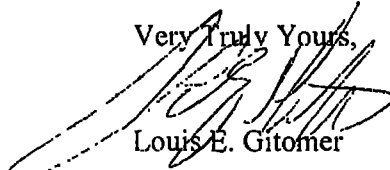
A description of the equipment covered by the Memorandum of Sublease Agreement consists of 50 covered hopper cars numbered CRDX 15358, 15361, 15367, 15373, 15375, 15378, 15380-15382, inclusive, 15384, 15385, 15389-15423, inclusive, 15426, 15428, 15431, and 15435.

A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Law Offices of Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Sublease Agreement among Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4<sup>th</sup> Floor, Tucker, GA 30084-4431, CFCL-Touax LLC, 169 E. Flager Street, Suite 730, Miami, FL 33131, Oil Dri Corporation of America, Georgia Highway 3, Ochlocknee, GA, and Chicago Freight Car Leasing Co., One O'Hare Center, 6250 North Riverside Road - Suite 7000, Rosemont, IL 60018, covering 50 covered hopper cars numbered CRDX 15358, 15361, 15367, 15373, 15375, 15378, 15380-15382, inclusive, 15384, 15385, 15389-15423, inclusive, 15426, 15428, 15431, and 15435.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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## Memorandum of Sublease Agreement

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SUBLEASE AGREEMENT is made and entered into as of 6<sup>th</sup> Feb, 2008, by and among OIL DRI CORPORATION OF AMERICA ("Sublessee"), Chicago Freight Car Leasing Co. ("CFCL"), BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and CFCL-TOUAX LLC ("Lessee"), with reference to the following:

1. CFCL purchased and leased to Sublessee those certain railcars described on Exhibit A attached hereto (the "Railcars").  
All of such Railcars are more fully described in that certain Lease of Railway [Covered Hopper] Cars dated as of November 2, 2007 (together with all of the riders, schedules and other attachments thereto, collectively, the "Sublease"), between CFCL and Sublessee.
2. CFCL has heretofore assigned to Lessee all, right, title, interest and obligations of CFCL in, to and under the Sublease as it relates to the specific Railcars listed in Exhibit A, and has conveyed to Lessee title to such Railcars.
3. Lessor has agreed to purchase from and lease to Lessee, and Lessee has agreed to sell to and lease from Lessor, the Railcars.
4. Lessee has assigned to Lessor all right, title, interest and obligations of Lessee in, to and under the Sublease as it relates to the specific Railcars listed in Exhibit A.
5. The Sublease shall be effective as of the date hereof and shall be subject to the term specified in the Sublease, and any extension of such term to the extent provided for in the Sublease.

This Memorandum of Sublease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Sublease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Sublease Agreement to be executed as of the date first above written.

CHICAGO FREIGHT CAR LEASING CO.

By: [Signature]  
Name: LUKE LUKENS  
Title: CHIEF FINANCIAL OFFICER

BANC OF AMERICA LEASING & CAPITAL, LLC

By: [Signature]  
Name: Christopher Cornett  
Title: Senior Vice President

OIL DRILL CORPORATION OF AMERICA

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CFCL-TOUAX LLC

By: TOUAX CORP., as Manager  
By: [Signature]  
Name: Stephen Ponak  
Title: Managing Director

STATE OF FLORIDA )  
COUNTY OF PAIM BEACH ) ss.

On this 20 day of DECEMBER, 2007, before me appeared Christopher Cornett, the person who signed this instrument, who acknowledged that he is the Senior Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

[Signature]  
Notary Public



My commission expires:

JUNE 17, 2011

STATE OF FLORIDA )  
COUNTY OF Dade ) ss.

On this 21<sup>st</sup> day of Dec, 2007, before me appeared Stephen Ponak, the person who signed this instrument, who acknowledged that he is the Managing Director of Touax Corp., the Manager of CFCL-TOUAX LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

[Signature]  
Notary Public



My commission expires:

4/9, 11

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: \_\_\_\_\_  
Name: Christopher Cornett  
Title: Senior Vice President

**CFCL-TOUAX LLC**

By: **TOUAX CORP., as Manager**

By: \_\_\_\_\_  
Name: Stephen Ponak  
Title: Managing Director

STATE OF FLORIDA                     ).  
COUNTY OF \_\_\_\_\_ ) ss

On this \_\_\_\_ day of \_\_\_\_\_, 200\_\_\_\_, before me appeared Christopher Cornett, the person who signed this instrument, who acknowledged that he is the Senior Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

**[Scal]**

**Notary Public**

**My commission expires:**

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 200\_\_\_\_, before me appeared Stephen Ponak, the person who signed this instrument, who acknowledged that he is the Managing Director of Touax Corp., the Manager of CFCL-TOUAX-LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

**Notary Public**

**My commission expires:**

STATE OF Illinois )

COUNTY OF Cock ) ss.

On this 12<sup>th</sup> day of December, 2007, before me appeared Luke Lukens, the person who signed this instrument, who acknowledged that (s)he is the Chief Financial Officer of CHICAGO FREIGHT CAR LEASING CO. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] **OFFICIAL SEAL**  
**LAURA C. KOBUS**  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 7/14/2009

Laura C. Kobus  
Notary Public

My commission expires:

7/14, 2009

STATE OF GA )

COUNTY OF Mitchell ) ss.

On this 6 day of February, 2008, before me appeared Dave Weiskop, the person who signed this instrument, who acknowledged that (s)he is the VP of Logistics of OIL DRI CORPORATION OF AMERICA and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] **Notary Public, Mitchell County, Georgia**  
**My Commission Expires Jan. 24, 2012**

M. David C. Bell Jr.  
Notary Public

My commission expires:

**EXHIBIT A  
TO MEMORANDUM OF SUBLEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

<b>Manufacturer/ Car Type</b>	<b>Car Initial</b>	<b>Car Numbers</b>	<b>No. of Cars</b>	<b>Sublessee</b>
<b>National Steel Car Ltd. 6320 DDG Cars</b>	<b>CRDX</b>	<b>15358, -361, -367, 15373, -375, -378, 15380-82, -384-85, 15389-423, 15426, 15428, -431, -435</b>	<b>50</b>	<b>Oil-Dri Corporation of America</b>
		<b>Total Cars</b>	<b>50</b>	